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8 Attorneys for Defendant  
LUCASFILM LTD.

9 UNITED STATES DISTRICT COURT  
10 NORTHERN DISTRICT OF CALIFORNIA  
11 SAN JOSE DIVISION

12 IN RE: HIGH-TECH EMPLOYEE  
13 ANTITRUST LITIGATION

Case No. 3:11-cv-2509-LHK

14 THIS DOCUMENT RELATES TO:  
15 ALL ACTIONS  
16

**DECLARATION OF DAVID J.  
ANDERMAN IN SUPPORT OF  
DEFENDANTS' JOINT RESPONSE TO  
PLAINTIFFS' ADMINISTRATIVE  
MOTION TO SEAL**

17 Judge: Hon. Lucy H. Koh

18 Date Compl. Filed: May 4, 2011  
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DECLARATION OF DAVID J. ANDERMAN IN SUPPORT OF DEFENDANTS' MOTION TO SEAL  
DOCUMENTS

Case No. 3:11-cv-2509-LHK

1 I, David J. Anderman, state and declare as follows:

2 1. I am an attorney licensed to practice law in the State of California and I am the  
3 General Counsel of Lucasfilm Ltd. ("Lucasfilm"), a defendant in the above-captioned action.  
4 Except where expressly stated, I have knowledge of the facts set forth herein, and if called to  
5 testify as a witness thereto, could do so competently under oath.

6 2. On October 1, 2012, plaintiffs filed a motion for class certification and an  
7 administrative motion to file under seal certain portions of the motion and accompanying  
8 declarations and exhibits. I have reviewed the materials produced by Lucasfilm that are cited or  
9 reproduced in Plaintiffs' motion for class certification and accompanying declarations and  
10 exhibits.

11 3. The portions of Plaintiffs' submissions that Lucasfilm seeks to maintain under  
12 seal, which are listed specifically below, are materials or reflect materials that Lucasfilm  
13 designated Confidential or Confidential-Attorneys' Eyes Only under the Protective Order in this  
14 action [Dkt. No. 107]. Lucasfilm takes reasonable steps to maintain the confidentiality of the  
15 practices, data, analysis, and strategies reflected in these materials.

16 4. Lucasfilm can show good cause and, indeed, compelling reasons, why the  
17 materials listed below should be maintained under seal. If these materials were publicly  
18 disclosed, Lucasfilm's competitors or potential competitors could gain an unfair competitive  
19 advantage.

20 **A. Materials reflecting Lucasfilm's confidential business practices, including**  
21 **recruiting practices**

22 5. Lucasfilm seeks to seal the following materials that reflect or purport to reflect  
23 Lucasfilm's confidential business practices:

- 24 • LUCAS00013507, filed as Exhibit 60 to the Declaration of Anne B. Shaver;<sup>1</sup>
- 25 • Expert Report of Edward E. Leamer, Ph.D ("Leamer Report"), Page 11: text accompanying  
Footnote 31;<sup>2</sup>

26 <sup>1</sup> This is an e-mail string among Lucasfilm employees discussing confidential Lucasfilm business  
27 practices, including recruiting practices.

28 <sup>2</sup> This text describes certain information contained in a document that purports to describe  
confidential Lucasfilm business practices, including recruiting practices.

- Leamer Report, Page 27: Footnote 104 and accompanying text;<sup>3</sup> and
- Leamer Report, Pages 33-34: purported quotation from LUCAS00005403-446 in Footnote 112 and accompanying text.<sup>4</sup>

6. Lucasfilm's confidential business practices, particularly its recruiting practices, give Lucasfilm a competitive advantage in recruiting and retaining employees, and Lucasfilm could be competitively harmed if other companies gained insight into these practices. For example, other companies could gain an unfair advantage over Lucasfilm if they were provided information regarding the specific manner in which Lucasfilm recruits potential employees and makes employment offers. Further, Lucasfilm compiles and analyzes recruiting information for its own business use, and this compilation and analysis gives Lucasfilm an advantage over its competitors who do not have access to Lucasfilm's analysis or to this information.

**B. Materials reflecting Lucasfilm's confidential compensation and recruiting data**

7. Lucasfilm seeks to seal the following portions of the Leamer Report that purport to be based upon or describe Lucasfilm's confidential compensation or recruiting data:

- Page 23: Figures 3 and 4; Page 25: Figure 5; Page 50: Paragraph 121; Pages 52-53: Paragraph 126 and Figure 10; Pages 54-58: Paragraph 129 and Figures 11-14; Page 66: Figure 20; Page 67: Figure 22; Page 69: Figure 23; Page 70: Figure 24; and Page 77: Paragraph (f).

8. Lucasfilm strictly maintains the confidentiality of its recruiting and compensation practices, as well as actual data reflecting Lucasfilm's compensation and recruiting. Lucasfilm could be competitively harmed if other companies gained access to this information. For example, Lucasfilm's competitors could adjust their own compensation practices based on their knowledge of Lucasfilm's compensation methods and levels.

<sup>3</sup> This text quotes from materials presented at a Lucasfilm Board of Directors meeting and discussing confidential Lucasfilm business practices, including recruiting practices, as well as Lucasfilm's internal and confidential analyses of labor-related issues.

<sup>4</sup> Footnote 112 purports to provide a quotation from a presentation by a company called Business Objects. The Leamer Report's quotation from this document is not accurate, as the quoted text discusses "The Recruiting Strategy for *BOBJ* for the next 2-3 years," (emphasis added) and not the recruiting strategy of LucasArts, the video game division for Lucasfilm. *Compare* Leamer Report at 33-34 n.112 with LUCAS00005405. Lucasfilm seeks to keep these references under seal because the document may reflect the confidential business practices of another company.

1           9.       Because Lucasfilm has sought to maintain the confidentiality of the materials  
2 described above, and because public disclosure of these materials could cause Lucasfilm  
3 significant harm, the portions of Plaintiffs' submissions described above should be redacted and  
4 shielded from disclosure to Lucasfilm's potential competitors.

5           I declare under penalty of perjury that the foregoing is true and correct. Executed in San  
6 Francisco, California on October 9, 2012.

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DAVID J. ANDERMAN